



THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606-3418
Telephone (312) 372-9500 Fax (312) 845-5305 Web www.marmon.com

RECORDATION NO. 16637-D

FEB 15 2000

9-29 AM

TS

SURFACE TRANSPORTATION BOARD

January 17, 2000

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Surface Transportation Board
12th St. & Constitution Ave., N.W.
Washington, DC 20423

Attn: Recordation Section
Room 2311

RECORDATION NO. 16637-E

Re: Equipment Trust Agreement (Series CAN-5)
Recordation No. 16637
Termination of Trust Agreement

FEB 14 2000

9-38 AM

TS

SURFACE TRANSPORTATION BOARD

Dear Sir or Madam:

Enclosed are the original and two certified copies of each of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code. These secondary documents, dated as of November 15, 1999, are:

1. Termination of Trust Agreement between Procor Limited and The Royal Trust Company, as Trustee.
2. Bill of Sale from the Trustee to Procor Limited.

The primary document to which these are connected is recorded under Recordation No. 16637.

The names and addresses of the parties to the documents are as follows:

Trustee: The Royal Trust Company
320 Bay Street
P. O. Box 1
Toronto, Ontario, Canada M5H 4A6

Company: Procor Limited
2001 Speers Road
Oakville, Ontario, Canada L6J 5E1

The Equipment involved in this transaction is: railroad tank cars as more fully described in Schedule A to this letter.

Surface Transportation Board

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Please file both of these documents as supplements to the filing referred to above and return the certified copies of each of the documents, stamped to show the filing, to me. Enclosed is our check in the amount of \$52 for the filing fees.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,



Jean Fowler
Legal Assistant

jf/
encls.

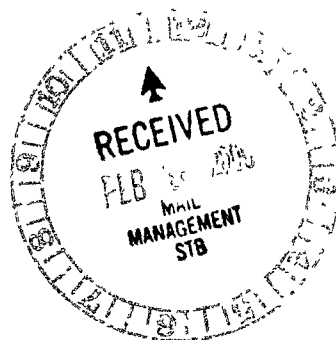
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THE MARMON GROUP, INC.

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February 11, 2000

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Surface Transportation Board
12th St. & Constitution Ave., N.W.
Washington, DC 20423

Attn: Ms. Taledia Stokes
Recordation Section
Room 2311

Re: Equipment Trust Agreement (Series CAN-5)
Recordation No. 16637
Termination of Trust Agreement

Dear Ms. Stokes:

In response to your telephone request, enclosed is a corrected original cover letter to accompany the termination of trust documents sent to you with my letter of January 17, 2000, with respect to the captioned Equipment Trust Agreement. This letter has been corrected to reflect that the "company" is Procor Limited, rather than Union Tank Car Company.

Thank you very much for your assistance and cooperation, and I apologize for any inconvenience this may have caused.

Sincerely,


Jean Fowler
Legal Assistant

jf/
encl

BILL OF SALE

FEB 15 '00

9-38 AM

SURFACE TRANSPORTATION BOARD

THE ROYAL TRUST COMPANY, as Trustee under Equipment Trust Agreement dated December 1, 1989 (Series CAN-5), to PROCOR LIMITED, a corporation of Canada.

Know all men by these presents, that The Royal Trust Company ("Trustee"), as Trustee under that certain Equipment Trust Agreement ("Agreement") dated December 1, 1989, between Trustee and Procor Limited ("Company"), and pursuant to Section 4.05 of the Agreement, and upon payment by Company of all amounts due under the Agreement, does hereby sell, assign, transfer, set over and deliver unto Company, as of November 15, 1999, all of its right, title and interest in and to all of those units of Equipment which have previously been assigned to Trustee pursuant to the Agreement and have not been transferred back to Company under the terms of the Agreement, including all that Equipment listed on Schedule A hereto. Trustee does hereby warrant that all such Equipment is free and clear from all liens and encumbrances of Trustee.

This Bill of Sale releases all Equipment presently covered by the lien of the Agreement, which lien was recorded with the Surface Transportation Board and the Registrar General of Canada, from such lien, including without limitation all that Equipment listed on Schedule A.

In Witness Whereof, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, on this 17th day of January, 2000.

THE ROYAL TRUST COMPANY

Attest:

By: *hegal*

Title:

EUGENIA PETRYLA
ACCOUNT MANAGERMAHOMED LIMBADA
AUTHORIZED SIGNATORY

Its:

CHRIS MCGREGOR
AUTHORIZED SIGNATORY

UTC3771C

CITY OF TORONTO)
PROVINCE OF ONTARIO)

On this 12th day of January, 2000, before me personally came E. Pabon & M. Limbada, to me known, who, being by me duly sworn, did depose and say that ~~he/she is~~ ^{they are} ~~authorized signatories~~ of The Royal Trust Company, one of the corporations described in and which executed the foregoing instrument; that ~~he/she~~ ^{they} knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that ~~he/she~~ ^{they} signed ~~his/her~~ ^{their} name thereto by like order.

Shabana Memon
Notary Public, Province of Ontario
Canada.

(SEAL)

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
DESCRIPTION OF EQUIPMENT TRUST
SCHEDULE A

CERTIFICATE TRUST SERIES. P106 - CAN V

<u>QUANTITY</u>	<u>A.A R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL./CUFT)</u>	<u>ROAD NUMBERS</u>
41	C214	5,820 CU.FT.	UNPX 123453-123477, 123584-123599
2	C711	2,900 CU.FT.	UNPX 120598-120599
58	T054	12,900 GAL.	PROX 13600-13637, 60062-60081
23	T055	20,000 GAL.	PROX 14970-14992
1	T104	16,000 GAL.	PROX 64143
11	T106	23,500 GAL.	PROX 74310, 74317-74318, 74320-74321, 74335, 74364-74368
81	T107	25,000 GAL.	PROX 23100-23160, 24018-24035, 24037-24038
105	T108	30,000 GAL.	PROX 41276-41290, 41400-41414, 41445-41474, 41500-41534, 41565-41567, 41570-41571, 41575-41577, 43223, 43226
18	T944	17,300 GAL.	PROX 28050-28066, 28068
<u>340</u>	TOTAL CARS		